

ALVORD AND ALVORD
ATTORNEYS AT LAW
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(202) 393-2266
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December 17, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed copies each of a Memorandum of Lease and a Memorandum of Assignment of Lease, both dated as of December 17, 1993, the first being a primary document and the other a secondary document related thereto, as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor/Assignor
Debtor:

ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Lessee:

ADM Transportation Company
P.O. Box 1470
Decatur, Illinois 62525

Assignee/
Secured Party:

BA Leasing & Capital Corporation
Four Embarcadero Center, Suite 1200
San Francisco, California 94111

0100070004

RECORDATION NO. 18535
FILED 1425

DEC 20 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION
URBAN A. LESTER
COUNSEL

RECORDATION NO. 18535
FILED 1425

DEC 20 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

*Signifying
Consent
for 150 Days*

Mr. Sidney L. Strickland, Jr.
December 17, 1993
Page 2

A description of the railroad equipment and leases covered by the enclosed documents is attached to each document as Exhibit A.

Also enclosed is a check in the amount of \$36.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Robert W. Alvord', written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

12/20/93

OFFICE OF THE SECRETARY

Robert W. Alvord

Alvord & Alvord

918 16th St N.W. Suite 210

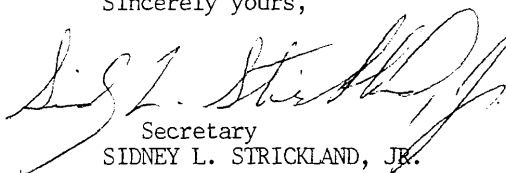
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 12/20/93 at 9:05am, and assigned
recordation number(s).

18535&A Thru. 18609 & A

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

• 18535
RECORDATION NO. _____ FILED 1425

DEC 2 0 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("LESSOR")

AND

the Lessee identified herein, ("LESSEE")

Filed and recorded with the Interstate Commerce Commission
pursuant to Section 11303, Title 49, United States Code on
December , 1993, at , Recordation No.

[4408-103/CV01.WPF/13NS/4276/38NS]

Memorandum dated as of December 17, 1993 of Leases specified on Exhibit A attached hereto by and between ACF Industries, Incorporated, a New Jersey corporation, ("Lessor") and the Lessee identified on Exhibit A attached hereto, ("Lessee") (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

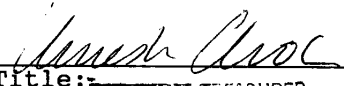
W I T N E S S E T H:

Pursuant to the Leases, Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor certain railcars including the railroad tank cars and covered hopper cars listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

ACF INDUSTRIES, INCORPORATED,

by


Title: ASSISTANT TREASURER

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 15th day of December, 1993, before me personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he is the Director of Finance and Assistant Treasurer of ACF INDUSTRIES, INCORPORATED that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires:

DAVID M BRENSILBER
Notary Public, State of New York
Qualified in New York County
No. 4980938
Commission Expires April 29, 1995

Equipment

Exhibit A

| Lessee | Car Service Contract No. | Identifying Numbers (Both Inclusive) | Number of Cars | AAR Designator |
|------------------------|-----------------------------|---|-------------------|-------------------|
| ADM TRANSPORTATION CO. | 3493001 | ACFX 78312 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 81458 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 81725 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 81829 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 81841 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 82092 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 82344 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 82619 To 82621 | 3 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 83100 To 83101 | 2 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 83314 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 83321 To 83323 | 3 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 83341 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 83359 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 83371 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 83380 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 83565 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 83622 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 83787 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 83789 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 84037 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 84039 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 84128 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 84131 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 84138 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 84142 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 84212 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 84494 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 84498 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 84500 To 84501 | 2 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 84763 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 84777 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 84815 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 84864 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 84873 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 84876 To 84877 | 2 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 84880 To 84881 | 2 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 84885 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 86577 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 86591 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 87118 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 87122 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 87352 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 87497 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 87734 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 87738 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 87783 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493001 | ACFX 87936 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 12480 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 81269 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 81501 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 81730 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 82038 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 82135 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 82140 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 82191 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 82347 | 1 | T105 |

Equipment

Exhibit A

| Lessee | Car Service Contract No. | Identifying Numbers (Both Inclusive) | Number of Cars | AAR Designator |
|------------------------|-----------------------------|---|-------------------|-------------------|
| ADM TRANSPORTATION CO. | 3493008 | ACFX 82350 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 82435 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 82550 To 82551 | 2 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 82622 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 83619 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 84085 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 84140 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 84223 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 86598 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 87261 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 87263 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 87266 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 87505 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 87510 | 1 | T105 |
| ADM TRANSPORTATION CO. | 3493008 | ACFX 87544 | 1 | T105 |